

WC 08-240



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September 25, 2008
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Winter Park, FL

32790-0200

Tel: 407-740-8575

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www.tminc.com

Ms. Marlene H. Dortch, FCC Secretary
Federal Communications Commission
c/o US Bank
Lock Box 979091
214 Applications
St. Louis, MO 63197-9000

RE: Application for Approval of Transfer of Control

In the Matter of the Consolidated Application of **The Billing Resource, Inmate Calling Solutions, LLC d/b/a ICSolutions** and **Michael R. Smith & Group, LLC**, for Authority pursuant to Section 214 of the Communications Act of 1934, as Amended, to Transfer Control of an Authorized Domestic and International Carrier

Dear Ms. Dortch:

Enclosed for filing please find one (1) original and one (1) copy of this Application for Approval of a Transfer of Control submitted on behalf of The Billing Resource, along with the filing fee of \$965.00.

Please acknowledge receipt of this filing by returning, file-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose.

Any questions you may have regarding this transaction should be directed to my attention at (407) 740-3004 or via email to rnorton@tminc.com. Thank you for your assistance.

Sincerely,

Robin Norton
Consultant to The Billing Resource

RN/lm
Enclosure

cc: Suzanne Haffner, ICS
cc: Goy Giminski, ICS
cc: Michael Smith - Smith & Group
file: ICS - FCC
tms: FCCx0800

RECEIVED BY

OCT 02 2008

TECHNOLOGIES
MANAGEMENT, INC.

Before the
Federal Communications Commission
Washington, D.C. 20554

| | | |
|---|---|------------------------|
| In the Matter of |) | |
| |) | |
| The Billing Resource f/k/a Integretel, Incorporated, |) | |
| Transferor |) | |
| and Inmate Calling Solutions, LLC |) | File No. ITC-T/C-_____ |
| |) | |
| and |) | |
| |) | WCB Docket No. _____ |
| Michael R. Smith & Group, LLC, Transferee |) | |
| |) | |
| Consolidated Application for Authorization |) | |
| to Transfer Control of Inmate Calling Solutions, LLC |) | |
| Pursuant to Section 214 of the |) | |
| Communications Act of 1934 |) | |

To: International Bureau
Wireline Competition Bureau

**CONSOLIDATED APPLICATION FOR AUTHORIZATION TO TRANSFER CONTROL OF
INMATE CALLING SOLUTIONS, LLC**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), and Sections 63.03, 63.04 and 63.24 of the Commission's Rules, The Billing Resource f/k/a Integretel, Incorporated ("TBR" or "Transferor") along with Michael R. Smith & Group, LLC ("Smith" or "Transferee") (together "Applicants"), hereby seek authority to transfer control of Inmate Calling Solutions, LLC d/b/a ICSolutions ("ICS" or "Licensee") to Smith.

In Section IV of this application, the Applicants provide the information required by Sections 63.18 and 63.24 of the Commission's Rules for transfer of control. As specified by Section 63.04(b) of the Commission's Rules, the additional information required for the transfer of the domestic authorizations is provided in Section V.

Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules. As will be shown below, both the domestic and international components of this application qualify for streamlined processing.

I. DESCRIPTION OF THE APPLICANTS

A. Transferor (The Billing Resource f/k/a Integretel, Incorporated)

The Billing Resource is a California-based billing clearinghouse established in 1988 and serving providers who outsource their billing support functions. TBR's service offerings include billing through local exchange carriers, direct branded invoicing, major credit card clearing and direct account debit as well as complementary services such as customer care, validation and fraud control, pre-pay account management and internet reporting.

In September 2007, TBR voluntarily filed for protection under Chapter 11 of the U.S. bankruptcy laws (N.D. California, San Jose Division; Case No. 07-52890). As part of its plan of reorganization, TBR is pursuing a sale of substantially all of its assets including its operating subsidiaries. On September 4, 2008, the bankruptcy court approved the sale of ICS to Buyer subject to all required regulatory approvals.

B. Transferee (Michael R. Smith & Group, LLC)

Michael R. Smith and Group, LLC is a Texas Limited Liability Corporation formed in May 2008 for the purpose of acquiring ICS. Michael Smith is the managing director and sole officer. Mr. Smith has twenty-eight years in telecommunications and billing clearinghouse experience. He was founder and CEO of Operator Service Company ("OSC"), a nationwide operator services provider. After the acquisition of OSC by Billing Concepts, Inc., a billing clearinghouse, he was promoted to president of the merged firm. In 2000, Billing Concepts was sold to Platinum Equity, Inc. and he was named the senior Platinum executive managing Billing Concepts and three other Platinum subsidiaries. In 2004, Billing Concepts was sold and Mr. Smith left Platinum Equity and founded Merchant Clearing House, also a billing clearing house. Mr. Smith is also a shareholder in Value-Added Communications, Inc., a major inmate service provider. He is actively involved in an advisory capacity to the CEO and others at Value-Added with regulatory and billing process issues concerning the operations of the company. Mr. Smith is also member of the Advisory Council to the Board of Directors for VAC Holding, Inc., the parent of Value-Added Communications, Inc.

C. Licensee (Inmate Calling Solutions, LLC d/b/a ICSolutions)

Inmate Calling Solutions, LLC is a California Limited Liability Company headquartered in San Jose, California. ICS has been providing inmate calling services since 2003, and currently serves approximately 115 correctional facilities in thirty-four states. ICS' mission is to focus on advanced technology and proven resources into transforming the inmate calling arena. Its dedication to ongoing technology advances, market-specific solutions, and unsurpassed customer service has earned ICS a reputation as an emerging industry leader.

II. DESCRIPTION OF THE TRANSACTION

On August 28, 2008 (Order entered by Court on September 4, 2008), Buyer and Seller executed and entered into a purchase agreement whereby Buyer proposes to purchase all of Seller's ownership interests in ICS in return for a cash payment and release of certain trade payables. When the Transfer is consummated, ICS will be majority-owned and controlled by Buyer with no change in day-to-day management contemplated. The transaction is expected to be completed late fourth quarter 2008.

III. PUBLIC INTEREST STATEMENT

The transfer of control to Smith will serve the public interest. Smith's experience and success in operator services, inmate calling services and related industries make the company particularly well-qualified to acquire ownership of ICS. The sale of ICS to Smith has been approved by the court. The Transfer will be transparent to the users of ICS' services and will not have an adverse effect on them. There will be no change to services, rates, terms or conditions of service. ICS will continue its mission to develop and offer innovative solutions responding to the demands of the corrections market, serving the needs of inmates and their families as well as facility management personnel.

IV. ADDITIONAL INFORMATION REQUIRED BY SECTIONS § 63.18 AND 63.24 OF THE COMMISSION'S RULES

In accordance with Sections 63.18 and 63.24(e) of the Commission's Rules, the Applicants submit the following information in support of this application:

Information Provided for Transferor and Transferee

(a) Name, address and telephone number:

Transferor:

The Billing Resource
5883 Rue Ferrari
San Jose, CA 95138
Telephone: 408-362-4177

Transferee:

Michael R. Smith, Managing Director
14100 San Pedro, Suite 750
San Antonio, TX 78232
Telephone: 210-495-0404

(b) Corporate Organization:

Transferor: TBR is a corporation incorporated under the laws of California.

Transferee: Smith is a limited liability corporation organized under the laws of Texas.

Licensee: ICS is a limited liability corporation organized under the laws of California.

(c) Correspondence concerning this Application should be sent to:

Transferor & Licensee:

Kenneth Dawson, President
The Billing Resource & Inmate Calling Solutions, LLC
5883 Rue Ferrari
San Jose, CA 95138
Telephone: 408-362-4177
Facsimile: 408-362-2798
E-mail: kdawson@icsolutions.com

Transferee:

Michael R. Smith, Managing Director
Michael R. Smith & Group, LLC
14100 San Pedro, Suite 750
San Antonio, TX 78232
Telephone: 210-495-0404
Facsimile: 214-495-0405
E-mail: Mike@mchmail.com

With a copy to:

Robin Norton, Consultant
Technologies Management, Inc.
2600 Maitland Center Parkway, Suite 300
Maitland, Florida 32751
Telephone: (407) 740-3004
Facsimile: (407) 740-0613
E-mail: rnorton@tminc.com

(d) International Section 214 Authorizations:

Transferor does not have international Section 214 authority.

Transferee does not have international 214 authority.

Licensee: ICS has international Section 214 global resale authority pursuant to FCC rules (ITC-214-20030312-00128).

Information Provided for Transferee

(h) Ten Percent or Greater Interest Holders:

Michael R. Smith and Group, LLC is a Texas Limited Liability Corporation formed in May 2008 for the purpose of acquiring ICS. Michael Smith is sole shareholder and may be reached at the location identified in (c) above. No other person or entity owns a ten percent (10%) or greater direct or indirect ownership in Smith. No officer or director of Smith is also an officer or director of any foreign carrier.

(i) Foreign Carrier Affiliation:

Smith certifies that it is not affiliated with any foreign carrier.

(j) Foreign Carrier and Destination Countries:

Smith certifies that it does not seek to provide international telecommunications service to any destination where: (1) Smith is a foreign carrier in that country; (2) Smith controls a foreign carrier in that country; (3) any entity that owns more than a 25% interest in Smith, or controls Smith, controls a foreign carrier in that country; or (4) two or more parties own, in the aggregate, more than 25% of Smith and are parties to, or the beneficiaries of, a contractual relationship that affects the provision or marketing of international basic telecommunications services in the United States.

(k) Showing of WTO Membership for Destination Countries:

Not applicable; Smith is not affiliated or otherwise related to any foreign carrier on any international route for which Smith provides service.

(l), (m) Showing of Non-Dominance/Regulatory Classifications:

Not applicable; Smith is not affiliated or otherwise related to any foreign carrier on any international route which Smith provides service.

(n) Concessions:

Smith certifies that it has not agreed and will not agree in the future to accept any direct or indirect special concessions from a foreign carrier or administration with regards to traffic or revenue flows between the United States and any foreign countries the company is authorized to serve.

(o) Federal Benefits:

Smith certifies pursuant to Sections 1.2001 through 1.2003 that no party to the application is subject to a denial of Federal Benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 862.

(p) Streamlined Processing:

This application is entitled to streamlined processing pursuant to Section 63.12 of the Commission's Rules because the information provided herein clearly demonstrates: (1) Smith is not affiliated with a foreign carrier on any route for which authority is sought; (2) Smith is not affiliated with any dominant U.S. carrier whose international switched or private lines services it seeks to resell; and (3) Smith is not requesting authority to provide switched service over private lines to countries not previously authorized for service by the Commission.

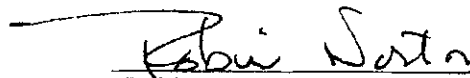
V. ADDITIONAL INFORMATION REQUIRED BY SECTION § 63.04 OF THE COMMISSION'S RULES

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), the Applicants submit the following additional information in support of their application to transfer control under Section 214 of the Act, as attached hereto as Exhibit A.

VI. CONCLUSION

For these reasons, the grant of this Application is consistent with the public interest and Applicants respectfully request that the Commission grant this Application as expeditiously as possible through its streamlined procedures.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Robin Norton", is written over a horizontal line.

Robin Norton, Consultant
Technologies Management, Inc.
2600 Maitland Center Parkway, Suite 300
Maitland, FL 32751
Phone: 407-740-3004
E-mail: rnorton@tminc.com

Dated: September 25, 2008

VERIFICATION

I, Kenneth Dawson, hereby declare under penalty of perjury, that I am President of Inmate Calling Solutions, LLC d/b/a ICSolutions ("ICS"); that I am authorized to make this verification on behalf of ICS; that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



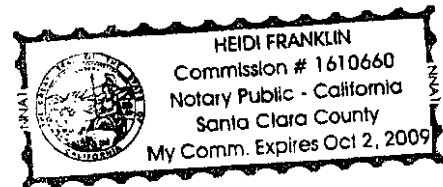
Kenneth Dawson, President
Inmate Calling Solutions, LLC d/b/a ICSolutions

State of California
County of Santa Clara

Subscribed and sworn to (or affirmed) before me on the 17th day of September 2008, by Heidi Franklin, proved to me on the basis of satisfactory evidence to be the persons(s) who appeared before me.

(Seal)

Signature



VERIFICATION

I, Michael R. Smith, hereby declare under penalty of perjury, that I am Managing Director of Michael R. Smith & Group, LLC ("Smith"); that I am authorized to make this verification on Smith's behalf; that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



Michael R. Smith, Managing Director
Michael R. Smith & Group, LLC

State of California
County of Santa Clara

Subscribed and sworn to (or affirmed) before me on the 17th day of September 2008, by Heidi Franklin, proved to me on the basis of satisfactory evidence to be the persons(s) who appeared before me.

(Seal)

Signature

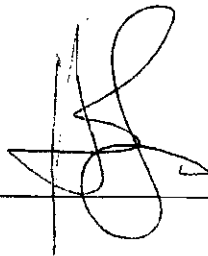


EXHIBIT A

INFORMATION REQUIRED BY RULE 63.04

63.04(a)(6): Description of the Transaction

The proposed transaction is described in Section II of the Application.

63.04(a)(7): Description of Geographic Service Areas

Transferor is a billing clearing house.

Transferee is not a telecommunications provider.

Licensee is an inmate service provider certificated, registered or otherwise authorized to provide service in all states except Alaska, Connecticut, Delaware, Hawaii, Nebraska, South Carolina and Vermont. Licensee currently provides inmate calling services in Alabama, Arizona, California, Colorado, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Nevada, New Hampshire, New Mexico, New York, Ohio, Oklahoma, Oregon, South Dakota, Tennessee, Texas, Utah, Virginia, Washington, Wisconsin, and Wyoming.

63.04(a)(8): Eligibility for Streamlined Processing

Applicants submit that the proposed transaction would result in Smith's market share in the inmate calling services market to be substantially less than ten percent. ICS provides competitive telecommunications services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction. No applicant is dominant with respect to any service. Therefore, this Application presumptively qualifies for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's rules.

63.04(a)(9): Other Related Applications

None.

63.04(a)(10): Statement of Imminent Business Failure

No party requests any special consideration as no party to the transaction is facing imminent business failure.

63.04(a)(11): Separately Filed Waiver Requests

None.

63.04(a)(12): Public Interest Statement

The public interest statement is provided in Section III of the Application.

Approved by OMB
3060-0686

**INTERNATIONAL SECTION 214 AUTHORIZATIONS
FOR ASSIGNMENT OR
TRANSFER OF CONTROL
FCC 214 MAIN FORM FOR OFFICIAL USE ONLY**

FCC Use Only

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

The Billing Resource - Michael R. Smith & Group, LLC Transfer of Control

1. Legal Name of Applicant

| | | | |
|------------|----------------------|---------------|-------------------------|
| Name: | The Billing Resource | Phone Number: | 408-362-4177 |
| DBA Name: | | Fax Number: | 408-362-2798 |
| Street: | 5883 Rue Ferrari | E-Mail: | kdawson@icsolutions.com |
| City: | San Jose | State: | CA |
| Country: | USA | Zipcode: | 95138 - |
| Attention: | Kenneth Dawson | | |

2. Name of Contact Representative

| | | | |
|------------|---|---------------|-------------------|
| Name: | Robin Norton | Phone Number: | 407-740-3004 |
| Company: | Technologies Management Inc. | Fax Number: | 407-740-0613 |
| Street: | 2600 Maitland Center Parkway Suite 300 | E-Mail: | rmorton@tminc.com |
| City: | Maitland | State: | FL |
| Country: | USA | Zipcode: | 32751- |
| Attention: | Robin Norton, Consultant | Relationship: | Other |

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

☐ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☒ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority (**No fee required**)

☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority (**No fee required**)

Date of Consummation: **Must be completed if you select c or d.**

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.

Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to

Question 10.

| File Number: ITC2142003031200128 | File Number: | File Number: | File Number: | File Number: | File Number: | File Number: | File Number: |
|-------------------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|
|-------------------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|

5. Name of Section 214 Authorization Holder

Name: Inmate Calling Solutions, LLC

Phone Number: 408-362-4177

DBA Name: ICSolutions

Fax Number:

Street: 5883 Rue Ferrari

E-Mail:

City: San Jose

State: CA

Country: USA

Zipcode: 95138 -

Attention: Kenneth Dawson

6. Name of Assignor / Transferor

Name: The Billing Resource

Phone Number: 408-362-4177

DBA Name:

Fax Number:

Street: 5883 Rue Ferrari

E-Mail:

City: San Jose

State: CA

Country: USA

Zipcode: 95138 -

Attention: Kenneth Dawson

7. Name of Assignee / Transferee

Name: Michael R. Smith & Group, LLC

Phone Number: 210-495-0404

DBA Name:

Fax Number:

Street: 14100 San Pedro

E-Mail:

Suite 750

City: San Antonio

State: TX

Country: USA

Zipcode: 78232 -

Attention: Michael Smith

8a. Is a fee submitted with this application?

☒ If Yes, complete and attach FCC Form 159.

If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).

- ☐ Governmental Entity
 ☐ Noncommercial educational licensee
 ☐ Notification of Pro Forma (No fee required.)
 ☐ Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

9. Description (Summarize the nature of the application.)

Consolidated Application for Authorization to Transfer Control of Inmate Calling Solutions, LLC
d/b/a ICSolutions to Michael R. Smith & Group, LLC

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the

assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? ☐ Yes ☐ No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier? ☐ Yes ☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and/or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a *pro forma* assignment or *pro forma* transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. ☐ Yes ☒ No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true? ☐ Yes ☒ No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and *any or all* countries listed in response to Question 14? See Section 63.10 of the rules. ☐ Yes ☒ No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under

Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☐ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

☒ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

☐ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61 (c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. ☒ Yes ☐ No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for *pro forma* transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) ☒ Yes ☐ No

23. If this filing is a notification of a *pro forma* assignment or transfer of control, the undersigned certify that the assignment or transfer of control was *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party. ☐ Yes ☐ No
☒ Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and ☒ Yes ☐ No are true, complete, correct, and made in good faith.

25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See ☒ Yes ☐ No Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

CERTIFICATION

| | |
|--|--|
| 26. Printed Name of Assignor / Transferor The Billing Resource | 29. Printed Name of Assignee / Transferee Michael R. Smith & Group, LLC |
| 27. Title (Office Held by Person Signing) President | 30. Title (Office Held by Person Signing) Managing Director |
| 28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Kenneth Dawson | 31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Michael Smith |
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